

NOTICE OF INTENTION TO SOLICIT
To Appeal or Solicit for
Charitable Purposes in the
UNINCORPORATED Portions of the
COUNTY OF LOS ANGELES
BUSINESS LICENSE COMMISSION
374 Kenneth Hahn Hall of Administration
500 West Temple Street
Los Angeles CA 90012
Telephone: 213/974-7691

RECEIVED
BOARD OF SUPERVISORS
COMMISSION SERVICES
2016 JUN -1 PM 12:47
LOS ANGELES COUNTY

ALL QUESTIONS MUST BE ANSWERED, PLEASE TYPE OR PRINT.

(Los Angeles County Code, Volume 3, Title 7, Chapter 7-24 requires that this Notice of Intention to be filed at least 30 days prior to beginning your solicitation or advertisement for your fund-raising activity. No advertisement or solicitation may begin until this office has issued an Information Card. "No" or "None" may be written where appropriate on this form. Additional Information may be added on separate sheets; however do not add separate sheets in lieu of answering the questions on this form.)

1. Concern Foundation When organized: 1968
(Full Name of Organization) Incorporated: Yes
Yes No
2. 1111 West Olympic Blvd, Ste 214, Los Angeles, CA 90064-1842
(Address: Street, City and Zip Code) (Telephone - Daytime) 310-360-6100
3. Derek Alpert, 1111 West Olympic Blvd Ste 214 Los Angeles, CA 90064 derek@concernfoundation.org
(Name of Person in Charge of Appeal -- Address and Zip Code) (Telephone - Daytime and E-mail Address)
4. TO CONDUCT OR SOLICIT: General Appeal
(If only to solicit funds, it would be a General Appeal, if a specific event, state type of event)
5. **WHERE and WHEN** this fund-raising activity will be held: No
(If specific event, exact dates)
6. Solicitation/Advertisement starts when issued; ends continuous
(Specific date, or when issued) (Last day of specified event)
7. SPECIFIC Purpose of this Solicitation: Funding for cancer research immunology.
8. ANTICIPATED Gross Goal (**Before** deducting expenses): \$ 2,000,000 \$ 150,000 \$ 50,000
(LOCAL) (STATE) (NATIONAL)
9. If this solicitation or activity is conducted on behalf of another organization, give its name and address and enclose a copy of a letter of authorization from organization(s). NONE
10. Solicitation/Advertisement to be made by means of (indicate by checking below):
(☒) Volunteer Solicitors (☒) Box Office Sales (☒) Posters (☒) Bulletins
() Paid Solicitors (☒) Telephone (☒) Newspapers
(☒) Personal Approach (☒) Radio/Television (☒) Mail
Other _____ methods _____ (specify): _____

11. Admission: \$ 400 Tickets ☒ Invitations ☒ No. Printed 2000
Numbered NO

SPECIFY PER PERSON
PER COUPLE

Selling prices: (Ads, cookies, etc.) NO

Games: NO

Cost of Carnival Tickets: NO

Rides: NO

12. Itemized list of **ANTICIPATED** expenses to be incurred in conducting this solicitation only:

Salaries	40,000	Printing Advertisement	15,000
Solicitors	45,000	Stationery/Postage	4,000
Managers	19,500	Prizes	28,000
Promoters	6,000	Cost of Merchandise	1,000
Other	10,000	Refreshments/Meals	20,000
Rents	90,000	Miscellaneous: <i>Photog, Gaffy</i>	5,000
Music	16,000	Location (Specify)	160,000
Telephone	1,500	ANTICIPATED TOTAL	\$ 452,000.00

13. a. 4.43 Percent (anticipated) of gross contributions for expenses (divide gross goal --Item No. 8-- into expenses ---Item No. 12.---)
- b. 95 Percent (anticipated) of gross contributions to be used as specified in application (subtract percent for expenses --- 13. a. --- from 100%)
- c. 50 Percent of the proceeds to be used outside of Los Angeles County and specify where it will be use (If applicable) *various research labs worldwide.*

NOTE: PLEASE BREAK ALL PERCENTAGES DOWN TO THE NEAREST TENTH.

14. I the signer of this Notice of Intention, attach hereto copies of the following as required:
- Articles of Incorporation and/or Bylaws of this organization (**BOTH** if group is incorporated)
 - Names, Titles and Terms of Offices for two Officers of this organization
 - Current Financial Statement (treasurer's report, audit, etc.)
 - A statement of any and all agreements or understandings made or had with any agent, solicitor, promoter or manager of this solicitation, or a copy of such agreement or understanding, if it is in writing. *NONE*
 - Tax exemption certificate. State & Federal *STATE OCC # 3306*

(Items a, b, c and e above must be submitted. If items c or d do not apply to your group, indicate "none")

I have read and understand the provisions of Los Angeles County Code, volume 3, Title 7, Chapter 7-24 and before authorizing any person to solicit, I will require the solicitor to read Sections 7-24-010 to 7-24-400 of said Ordinance.

Within 30 days after the completion of the solicitation, I will submit the Report of Results of Activity form to the Business License Commission, indicating all receipts and expenditures of this appeal/activity.

PLEASE PRINT NAME AND THEN SIGN. AN OFFICER OF THE ORGANIZATION MUST SIGN.

"I declare under penalty of perjury under the laws of the County of Los Angeles and the State of California that the foregoing is true and correct."

(Signature and Title)

1111 West Olympic Blvd., Ste. 214, LA, CA 90064-1812
(Complete Address)

310-360-6100 *5-19-2016*
Daytime Telephone Number Today's Date

NON-COMPLIANCE WITH, OR VIOLATION OF, LOS ANGELES COUNTY CODE, VOLUME 3, TITLE 7, CHAPTER 7-24, IS A MISDEMEANOR PUNISHABLE BY A FINE OR IMPRISONMENT -- OR BOTH.

IMPORTANT REMINDER: A current list of officers and a current financial statement or audit must be sent at least once annually to keep your file updated. Other documents are not necessary unless they have new or additional information, or amendments.

Please give the name and telephone number of a person that we may contact for questions regarding the "NOTICE OF INTENTION" application.

Name: *Linda Andersson* Telephone No. *310-360-6100*

12. Itemized list of ANTICIPATED expenses to be incurred in conducting this solicitation only:

Salaries	40,000	Printing Advertisement	15,000
Decorations	45,000	Stationery/Postage	4,000
Security	10,500	Prizes	28,000
Managers	6,000	Cost of Merchandise	1,000
Promoters	10,000	Refreshments/Meals	20,000
Other	90,000	Miscellaneous: Photography	5,000
Rents	16,000	(Specify) Location	160,000
Music	1,500	ANTICIPATED TOTAL \$	453,000
Telephone			

NOTE: PLEASE BREAK ALL PERCENTAGES DOWN TO THE NEAREST TENTH.

13. a. 22.60% Percent (anticipated) of gross contributions for expenses
(divide gross goal --Item No. 8-- into expenses ---Item No. 12.---)
b. 77.40% Percent (anticipated) of gross contributions to be used as specified in application
(subtract percent for expenses --- 13. a. --- from 100%)
c. 50 Percent of the proceeds to be used outside of Los Angeles County and specify where
it will be used (If applicable)

14. I the signer of this Notice of Intention, attach hereto copies of the following as required:
- Articles of Incorporation and/or Bylaws of this organization (BOTH if group is incorporated)
 - Names, Titles and Terms of Offices for two Officers of this organization
 - Current Financial Statement (treasurer's report, audit, etc.)
 - A statement of any and all agreements or understandings made or had with any agent, solicitor, promoter or manager of this solicitation, or a copy of such agreement or understanding, if it is in writing. NONE
 - Tax exemption certificate. State & Federal STATE OCC# 3306
(Items a, b, c and e above must be submitted. If items c or d do not apply to your group, indicate "none")

I have read and understand the provisions of Los Angeles County Code, volume 3, Title 7, Chapter 7-24 and before authorizing any person to solicit, I will require the solicitor to read Sections 7-24-010 to 7-24-400 of said Ordinance.

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AN OFFICER OF THE ORGANIZATION MUST SIGN.

"I declare under penalty of perjury under the laws of the County of Los Angeles and the State of California that the foregoing is true and correct."

Derek Alpert, President (Print Name: First, Last) (Title) [Signature] (Signature) 6-2-2016 (Date)
1111 West Olympic Blvd, Ste 214, Los Angeles, CA 90064-1842 (Address: Street, City and Zip Code) (Daytime Telephone)
derek@concernfoundation.org (E-mail Address)

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IMPORTANT REMINDER: A current list of officers and a current financial statement or audit must be sent at least once annually to keep your file updated. Other documents are not necessary unless they have new or additional information, or amendments.

Please give the name and telephone number of a person that we may contact for questions regarding the "NOTICE OF INTENTION" application.

Name: Linda Andersson Telephone No. 310-360-6100

BYLAWS OF CONCERN FOUNDATION,
a California Nonprofit Public Benefit Corporation

ARTICLE I

NAME

The name of this corporation shall be CONCERN FOUNDATION.

ARTICLE II

OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office for the transaction of the business of the corporation ("principal executive office") is located at 8383 Wilshire Boulevard, Suite 337, City of Beverly Hills, County of Los Angeles, State of California. The directors may change the principal office from one location to another. Any change of this location shall be noted by the secretary on these bylaws opposite this Section, or this Section may be amended to state the new location.

SECTION 2. OTHER OFFICES

The board of directors may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to do business.

ARTICLE III

OBJECTIVES AND PURPOSES

The objective of this corporation shall be to raise money for charitable purposes, primarily to further basic cancer research towards the eradication of cancer.

ARTICLE IV

NONPARTISAN ACTIVITIES

This corporation has been formed under the California Nonprofit Corporation Law for the public purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office, or for or against any cause or measure being submitted to the people for a vote.

The corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

ARTICLE V

DEDICATION OF ASSETS

The properties and assets of this nonprofit corporation are irrevocably dedicated to religious or charitable purposes. No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any director of this corporation. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization dedicated to charitable purposes, provided that the organization continues to be dedicated to the exempt purposes as specified in Internal Revenue Code §501(c)(3).

ARTICLE VI

MEMBERSHIP

The corporation shall have no members.

ARTICLE VII

DIRECTORS

SECTION 1. POWERS

(a) General Corporate Powers. Subject to the provisions of the California Nonprofit Corporation Law, the articles of incorporation and these bylaws, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the board of directors.

(b) Specific Powers. Without prejudice to these general powers, and subject to the same limitations, the directors shall have the power to:

(i) Select and remove all officers, agents, and employees of the corporation; prescribe any powers and duties for them that are consistent with law, with the articles of incorporation, and with these bylaws; and fix their compensation;

(ii) Change the principal executive office or the principal business office in the State of California from one location to another; cause the corporation to be qualified to do business in any other state, territory, dependency, or country, and conduct business within or outside the State of California; and designate any place within or outside the State of California for the holding of any meetings, including annual meetings;

(iii) Adopt, make, alter and use a corporate seal; and

(iv) Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes and in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

SECTION 2. NUMBER AND QUALIFICATION OF DIRECTORS

The authorized number of directors shall be not less than ten (10) nor more than forty (40). Directors need not be residents of the State of California.

SECTION 3. ELECTION AND TERM OF OFFICE OF DIRECTORS

Directors shall be elected at each annual meeting of the directors, to hold office until the next annual meeting; however, if any annual meeting is not held or the directors are not elected at any annual meeting, they may be elected at any special meeting held for that purpose. Each director, including a director elected to fill a vacancy or elected at a special meeting, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified.

SECTION 4. VACANCIES

(a) Events Causing Vacancy. A vacancy or vacancies in the board of directors shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any director; (ii) the declaration by resolution of the board of directors of a vacancy of the office of a director who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order of judgment of any court to have breached a duty under Sections 5230 and following of the California Nonprofit Corporation Law; (iii) the vote of a majority of the directors then in office to remove a director, with or without cause; (iv) the increase of the authorized number of directors; or (v) the failure of the directors, at any meeting at which any director or directors are to be elected, to elect the number of directors to be elected at such meeting.

(b) Resignations. Except as provided in this Subsection, any director may resign, which resignation shall be effective on giving written notice to the chairman of the board, the president, the secretary, or the board of directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of a director is effective at a future time, the board of directors may elect a successor to take office as of the date when the resignation becomes effective. No director may resign when the corporation would then be left without a duly elected director or directors in charge of its affairs.

(c) Vacancies Filled by Directors. The directors may at any time fill any vacancy or vacancies.

(d) No Vacancy on Reduction of Number of Directors. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

(e) Restriction on Interested Directors. Not more than forty-nine per cent (49%) of the persons serving on the board of directors at any time may be interested persons. An interested person is (1) any person being compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this Subsection shall not affect the validity or enforceability of any transaction entered into by the corporation.

SECTION 5. PLACE OF MEETINGS; MEETINGS BY TELEPHONE

Regular meetings of the board of directors may be held at any place within or outside the State of California that has been designated from time to time by resolution of the board. In the absence of such designation, regular meetings shall be held at the principal executive office of the corporation. Special meetings of the board shall be held at any place within or outside the State of California that has been designated in the notice of the meeting or, if not stated in the notice, or if there is no notice, at the principal executive office of the corporation. Notwithstanding the above provisions of this Section 5, a regular or special meeting of the board of directors may be held at any place consented to in writing by all the board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at such meeting.

SECTION 6. ANNUAL MEETING

The board of directors shall hold a regular annual meeting, at such date and time as shall be fixed by the board of directors, for the purpose of organization, election of directors and officers, and the transaction of other business.

SECTION 7. OTHER REGULAR MEETINGS

Other regular meetings of the board of directors shall be held without call at such time as shall from time to time be fixed by the board of directors. Such regular meetings may be held without notice.

SECTION 8. SPECIAL MEETINGS

(a) Authority to Call. Special meetings of the board of directors for any purpose may be called at any time by the chairman of the board, the president, any vice president, the secretary, or any two directors.

(b) Notice.

(i) Manner of Giving. Notice of the time and place of special meetings shall be given to each director by one of the following methods: (a) by personal delivery or written notice; (b) by first-class mail, postage paid; (c) by telephone communication, either directly to

the director or to a person at the director's office who would reasonably be expected to communicate such notice promptly to the director; (d) by telex or telecopy; (e) by electronic mail; (f) by telegram, charges prepaid; or (g) by other similar means of communication. All such notices shall be given or sent to the director's address, telex or telecopy number or telephone number as shown on the records of the corporation, or if no such address or number is shown, then at the place in which the meetings of the directors are regularly held.

(ii) Time Requirements. Notices sent by first-class mail shall be deposited into a United States mail box at least four (4) days before the time set for the meeting. Notices given by personal delivery, electronic mail, telephone, telex, telecopy, or telegraph shall be delivered, telephoned, or given to the telegraph company at least forty-eight (48) hours before the time set for the meeting.

(iii) Notice Contents. The notice shall state the time and place for the meeting. However, it need not specify the purpose of meeting or the place of the meeting, if it is to be held at the principal executive office of the corporation.

SECTION 9. QUORUM

One-fifth (1/5) of the maximum authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 11 of this Article VII. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the board of directors, subject to the provisions of the California Nonprofit Corporation Law, especially those provisions relating to (i) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (ii) appointment of committees, and (iii) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

SECTION 10. WAIVER OF NOTICE

The transactions of any meeting of the board of directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present, and (b) either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

SECTION 11. ADJOURNMENT

A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

SECTION 12. NOTICE OF ADJOURNMENT

Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four (24) hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

SECTION 13. ACTION WITHOUT MEETING

Any action required or permitted to be taken by the board of directors may be taken without a meeting, if all members of the board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the board of directors. Such written consent or consents shall be filed with the minutes of the proceedings of the board.

SECTION 14. FEES AND COMPENSATION OF DIRECTORS

Directors and members of committees may receive such compensation, if any, for their services, and such reimbursement of expenses as may be determined by resolution of the board of directors to be just and reasonable.

ARTICLE VIII

COMMITTEES

SECTION 1. COMMITTEES OF DIRECTORS

The board of directors may, by resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of two or more directors, to serve at the pleasure of the board. Any committee, to the extent provided in the resolution of the board, shall have all the authority of the board, except that no committee, regardless of board resolution, may:

- (a) Take any final action on matters which, under the Nonprofit Corporation Law of California, also requires approval of a majority of the board of directors;
- (b) Fill vacancies on the board of directors or in any committee which has the authority of the board;
- (c) Fix compensation of the directors for serving on the board or on any committee;
- (d) Amend or repeal bylaws or adopt new bylaws;
- (e) Amend or repeal any resolution of the board of directors which by its express terms is not so amendable or repealable;

(f) Appoint any other committees of the board of directors or the members of these committees;

(g) Expend corporate funds to support a nominee for director after there are more people nominated for director than can be elected; or

(h) Approve any transaction (1) to which the corporation is a party and one or more directors have a material financial interest; or (2) between the corporation or any person in which one or more of its directors have a material financial interest.

SECTION 2. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, and held and taken in accordance with, the provisions of Article VII of these bylaws, concerning meetings of directors, with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the board of directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the board of directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The board of directors may adopt rules for the government of any committee not inconsistent with the provisions of these bylaws.

SECTION 3. ADVISORY COMMITTEES

If any committee established does not exercise the authority of the board, or is to have non-director committee members, Sections 1 and 2 of this Article VIII shall not apply and such committee shall be labeled an "advisory committee."

ARTICLE IX

OFFICERS

SECTION 1. OFFICERS

The officers of the corporation shall be a president, a secretary, and a chief financial officer. The corporation may also have, at the discretion of the board of directors, a chairman of the board, one or more vice presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article IX. Any number of officers may be held by the same person, except that neither the secretary nor the chief financial officer may serve concurrently as either the president or the chairman of the board.

SECTION 2. ELECTION OF OFFICERS

The officers of the corporation, except those appointed in accordance with the provisions of Section 3 of this Article IX, shall be chosen by the board of directors, and each shall serve at the pleasure of the board, subject to the rights, if any, of an officer under any contract of employment.

SECTION 3. SUBORDINATE OFFICERS

The board of directors may appoint, and may authorize the chairman of the board or the president or another officer to appoint, any other officers that the business of the corporation may require, each of whom shall have the title, hold office for the period, have the authority and perform the duties specified in the bylaws or determined from time to time by the board of directors.

SECTION 4. REMOVAL OF OFFICERS

Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the board of directors, at any regular or special meeting of the board, or, except in case of an officer chosen by the board of directors, by an officer on whom such power of removal may be conferred by the board of directors.

SECTION 5. RESIGNATION OF OFFICERS

Any officer may resign at any time by giving written notice to the corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

SECTION 6. VACANCIES IN OFFICES

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled only in the manner prescribed in these bylaws for regular appointments to that office.

SECTION 7. RESPONSIBILITIES OF OFFICERS

(a) Chairman of the Board. If such an officer be elected, the chairman of the board shall preside at meetings of the board of directors and exercise and perform such other powers and duties as may be from time to time assigned to him by the board of directors or prescribed by the bylaws. If there is no president, the chairman of the board shall, in addition, be the chief executive officer of the corporation and shall have the powers and duties prescribed in Subsection (b), below.

(b) President. Subject to such supervisory powers as may be given by the board of directors to the chairman of the board, if any, the president shall, subject to the control of the board of directors, generally supervise, direct and control the business and the officers of the

corporation. In the absence of the chairman of the board, or if there be none, he shall preside at all meetings of the board of directors. He shall have such other powers and duties as may be prescribed by the board of directors or the bylaws.

(c) Vice Presidents. In the absence or disability of the president, the vice presidents, if any, in order of their rank as fixed by the board of directors or, if not ranked, a vice president designated by the board of directors, shall perform all the duties of the president. The vice presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the board of directors or the chairman of the board.

(d) Secretary. The secretary shall attend to the following:

(i) Book of Minutes. The secretary shall keep or cause to be kept, at the principal executive office or such other place as the board of directors may direct, a book of minutes of all meetings and actions of directors and committees of directors, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present or represented at directors' meetings and the proceedings of such meetings.

(ii) Notices, Seal and Other Duties. The secretary shall give, or cause to be given, notice of all meetings of the board of directors required by the bylaws to be given. He shall keep the seal of the corporation in safe custody. He shall have such other powers and perform such other duties as may be prescribed by the board of directors or the bylaws.

(e) Chief Financial Officer. The chief financial officer shall attend to the following:

(i) Books of Account. The chief financial officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings and other matters customarily included in financial statements. The books of account shall be open to inspection by any director at all reasonable times.

(ii) Deposit and Disbursement of Money and Valuables. The chief financial officer shall deposit all money and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the board of directors; shall disburse the funds of the corporation as may be ordered by the board of directors; shall render to the president and directors, whenever they request it, an account of all of his transactions as chief financial officer and of the financial condition of the corporation; and shall have other powers and perform such other duties as may be prescribed by the board of directors or the bylaws.

(iii) Bond. If required by the board of directors, the chief financial officer shall give the corporation a bond in the amount and with the surety or sureties specified by the board for faithful performance of the duties of his office and for restoration to the corporation of all its books, papers, vouchers, money and other property of every kind in his possession or under his control on his death, resignation, retirement or removal from office.

ARTICLE X

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

SECTION 1. DEFINITIONS

For the purpose of this Article X,

(a) “Agent” means any person who is or was a director, officer, employee or other agent of this corporation, or is or was serving at the request of this corporation as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a director, officer, employee or agent of a foreign or domestic corporation that was a predecessor corporation of this corporation or of another enterprise at the request of the predecessor corporation;

(b) “Proceeding” means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and

(c) “Expenses” includes, without limitation, all attorneys’ fees, costs and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of his position or relationship as agent and all attorneys’ fees, costs, and other expenses incurred in establishing a right to indemnification under this Article X.

SECTION 2. SUCCESSFUL DEFENSE BY AGENT

To the extent that an agent of this corporation has been successful on the merits in the defense of any proceeding referred to in this Article X, or in the defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against him, then the provisions of Sections 3 through 5 or this Article X shall determine whether the agent is entitled to indemnification.

SECTION 3. ACTIONS BROUGHT BY PERSONS OTHER THAN THE CORPORATION

Subject to the required findings to be made pursuant to Section 5, below, this corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding other than an action brought by, or on behalf of, this corporation, or by an officer, director or person granted related status by the Attorney General, or by the Attorney General on the ground that the defendant director was or is engaging in self-dealing within the meaning of Section 5233 of the California Nonprofit Corporation Law, or by the Attorney General or a person granted related status by the Attorney General for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an agent of this corporation, for all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with the proceeding.

SECTION 4. ACTION BROUGHT BY OR ON BEHALF OF THE CORPORATION

(a) Claims Settled Out of Court. If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this corporation, with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding, unless it is settled with the approval of the Attorney General.

(b) Claims and Suits Awarded Against Agent. This corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action brought by or on behalf of this corporation by reason of the fact that the person is or was an agent of this corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:

(i) The determination of good faith conduct required by Section 5, below, must be made in the manner provided for in that Section; and

(ii) Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the agent should be entitled to indemnity for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

SECTION 5. DETERMINATION OF AGENT'S GOOD FAITH CONDUCT

The indemnification granted to an agent in Sections 3 and 4 above is conditioned on the following:

(a) Required Standard of Conduct. The agent seeking reimbursement must be found, in the manner provided below, to have acted in good faith, in a manner he believed to be in the best interest of this corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner which he reasonably believed to be in the best interest of this corporation or that he had reasonable cause to believe that his conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his conduct was unlawful.

(b) Manner of Determination of Good Faith Conduct. The determination that the agent did act in a manner complying with Subsection (a) above shall be made by:

(i) The board of directors by a majority vote in a quorum consisting of directors who are not parties to the proceeding; or

(ii) The court in which the proceeding is or was pending. Such determination may be made on application brought by this corporation or the agent or the attorney or other person rendering a defense to the agent, whether or not the application by the agent, attorney or other person is opposed by this corporation.

SECTION 6. LIMITATIONS

No indemnification or advance shall be made under this Article X, except as provided in Sections 2 or 5(b)(ii), in any circumstance when it appears:

(a) That the indemnification or advance would be inconsistent with a provision of the articles, a resolution of the directors or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(b) That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

SECTION 7. ADVANCE OF EXPENSES

Expenses incurred in defending any proceeding may be advanced by this corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Article X.

SECTION 8. CONTRACTUAL RIGHTS OF NONDIRECTORS AND NONOFFICERS

Nothing contained in this Article X shall affect any right to indemnification to which persons other than directors and officers of this corporation, or any subsidiary hereof, may be entitled by contract or otherwise.

SECTION 9. INSURANCE

The board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation against any liability other than for violating provisions against self-dealing asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not this corporation would have the power to indemnify the agent against that liability under the provisions of this Section.

ARTICLE XI

RECORDS AND REPORTS

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep:

- (a) Adequate and correct books and records of account; and
- (b) Minutes in written form of the proceedings of its board and committees of the board.

All such records shall be kept at the corporation's principal executive office, or if its principal executive office is not in the State of California, at its principal business office in this State.

SECTION 2. MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS

The corporation shall keep at its principal executive office, or if its principal executive office is not in the State of California, at its principal business office in this State, the original or a copy of the articles and bylaws as amended to date, which shall be open to inspection by the directors at all reasonable times during office hours. If the principal executive office of the corporation is outside the State of California and the corporation has no principal business office in this State, the secretary shall, on the written request of any director, furnish to that director a copy of the articles and bylaws as amended to date.

SECTION 3. INSPECTION BY DIRECTORS

Every director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the corporation and each of its subsidiary corporations. This inspection by a director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

SECTION 4. ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS

No later than 120 days after the close of the corporation's fiscal year, the corporation shall prepare and mail or deliver to each director a statement of the amount and circumstances of any transaction or indemnification of the following kind:

- (a) Any transaction(s) in which the corporation, its parent or its subsidiary was a party, and in which any director or officer of the corporation, its parent or subsidiary, had a direct or indirect financial interest (a mere common directorship shall not be considered such an interest):
- (b) Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the corporation pursuant to Article X hereof.

ARTICLE XII

CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the corporation and a natural person.

ARTICLE XIII

AMENDMENTS

New bylaws may be adopted or these bylaws may be amended or repealed by approval of a majority of the directors then in office.

OGDEN UT 84201-0029

In reply, refer to: 4077550286
Dec. 31, 2015 LTR 4168C 0
23-7002878 000000 00
00028672
BODC: TE

CONCERN FOUNDATION
11111 W OLYMPIC BLVD - STE 214
LOS ANGELES CA 90064



106340

Employer ID Number: 23-7002878
Form 990 required: Yes

Dear Taxpayer:

This is in response to your request dated Dec. 07, 2015, regarding your tax-exempt status.

We issued you a determination letter in January 1969, recognizing you as tax-exempt under Internal Revenue Code (IRC) Section 501(c) 3.

Our records also indicate you're not a private foundation as defined under IRC Section 509(a) because you're described in IRC Sections 509(a)(1) and 170(b)(1)(A)(vi).

Donors can deduct contributions they make to you as provided in IRC Section 170. You're also qualified to receive tax deductible bequests, legacies, devises, transfers, or gifts under IRC Sections 2055, 2106, and 2522.

In the heading of this letter, we indicated whether you must file an annual information return. If a return is required, you must file Form 990, 990-EZ, 990-N, or 990-PF by the 15th day of the fifth month after the end of your annual accounting period. IRC Section 6033(j) provides that, if you don't file a required annual information return or notice for three consecutive years, your exempt status will be automatically revoked on the filing due date of the third required return or notice.

For tax forms, instructions, and publications, visit www.irs.gov or call 1-800-TAX-FORM (1-800-829-3676).

If you have questions, call 1-877-829-5500 between 8 a.m. and 5 p.m., local time, Monday through Friday (Alaska and Hawaii follow Pacific Time).

4077550286
Dec. 31, 2015 LTR 4168C 0
23-7002878 000000 00
00028673

CONCERN FOUNDATION
11111 W OLYMPIC BLVD - STE 214
LOS ANGELES CA 90064

Sincerely yours,



Jeffrey I. Cooper
Director, EO Rulings & Agreement



STATE OF CALIFORNIA
FRANCHISE TAX BOARD
PO BOX 1286
RANCHO CORDOVA CA 95741-1286

In reply refer to
755:G :DI

March 19, 2007

CONCERN FOUNDATION HOLDING CORPORATION
8383 WILSHIRE BLVD STE 337
BEVERLY HILLS CA 90211-2415

Purpose : TITLE HOLDING
Code Section : 23701h
Form of Organization : Corporation
Accounting Period Ending: December 31
Organization Number : 2680737

Effective 01/01/2004, you are exempt from California franchise or income tax under the section of the Revenue and Taxation Code shown above.

We based our determination on information you submitted and the assumption that your present operations will continue unchanged or conform to those proposed in your application. You must immediately report to us any change in operation, character, or purpose of the organization so that we may determine the effect on your exempt status. Also report any change in your name or address.

If changes occur in any of the following areas, our determination may no longer be applicable:

- * A change in material facts or circumstances relating to your application.
- * A change in relevant statutory, administrative, or judicial case law.
- * A change in federal interpretation of federal law in cases where our decision was based on such interpretation.

This determination constitutes written advice by the Franchise Tax Board Chief Counsel within the meaning of Revenue and Taxation Code Section 21012(a)(1).

ORGANIZATION NUMBER

We have assigned the 7-digit organization number shown above to the

March 19, 2007
CONCERN FOUNDATION HOLDING CORPORATION
ENTITY ID : 2680737
Page 2

organization. Please use it when contacting us, filing returns, and making payments. We also refer to this number as an "Entity ID."

FILING REQUIREMENTS

*****Transition Rules*****

For taxable years beginning on or after the effective date of exemption, do not file Form 568, Limited Liability Company Return of Income, or pay the minimum tax and fee associated with that return. However, for taxable years prior to the effective date of exemption, you must file Form 568 and pay any amount due with the return.

*****As an Exempt Organization*****

File Form 199, Exempt Organization Annual Information Return, on or before the 15th day of the 5th month (4th months) after the close of your taxable year if your total gross receipts normally exceed \$25,000. The term "normally" means an average of up to three taxable years. Refer to the instructions for Form 199 for detailed filing requirements.

File Form 109, Exempt Organization Business Income Tax Return, by the 15th day of the 5th month (4th months) after the close of your taxable year if you have income subject to the unrelated business income tax under Section 23731 of the California Revenue and Taxation Code. Refer to the instructions for Form 109 for detailed filing requirements.

D ISAAC
EXEMPT ORGANIZATIONS
BUSINESS ENTITIES SECTION
TELEPHONE (916) 845-4913
FAX NUMBER (916) 843-2022

EO :
CC :MICHAEL A FIRESTEIN ESQ



DEPARTMENT OF STATE

To all whom these presents shall come, Greetings:

I, FRANK M. JORDAN, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the RECORD on file in my office, of which it purports to be a copy, and that the same is full, true and correct.

In testimony whereof, I, FRANK M. JORDAN,
Secretary of State, have hereunto caused the Great
Seal of the State of California to be
affixed and my name subscribed, at
the City of Sacramento, in the State
of California,

this OCT 16 1968



Frank M. Jordan
Secretary of State

By *W. P. Sullivan*
Assistant Secretary of State

#248431
DOCUMENT FILED
Los Angeles County
OCT. 22, 1968
Office of County Clerk
Incorporation Division

ARTICLES OF INCORPORATION
OF
CONCERN FOUNDATION

ENDORSED
FILED
In the Office of the Secretary of State
Of the State of California
OCT 18 1968
FRANK M. JORDAN, Secretary of State
by RALPH R. MARTIN
Deputy

We, the undersigned, have this day voluntarily associated ourselves together with the purpose of forming a nonprofit corporation pursuant to Part 1 of Division 2 of Title 1 of the Corporations Code of the State of California, and for that purpose do hereby adopt Articles of Incorporation as follows:

ARTICLE I

The name of this corporation shall be:
CONCERN FOUNDATION.

ARTICLE II

The purposes for which this corporation is formed are:

A. The specific and primary purposes are:

(1) Aiding, assisting and supporting, with contributions of money or property, or otherwise, other corporations, community chests, funds or foundations, organized and operated exclusively for religious, charitable, scientific, literary or educational purposes, or for the prevention of cruelty to children or animals, no part of the net earnings of which inure to the benefit of any private shareholder or individual, no substantial part of the activities of which are carrying on propaganda, or otherwise attempting

to influence legislation, and which do not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

(2) Engaging directly (and subject to the same limitations) in any such religious, charitable, scientific, literary or education activity.

B. The general purposes and powers are:

(1) To sue and be sued.

(2) To contract and be contracted with.

(3) To receive property or funds by gift, devise or bequest and to otherwise acquire by purchase or otherwise, hold, manage, administer and expend all property, real or personal, including shares of stock, bonds and securities of other corporations.

(4) To act as trustee under any trust incidental to the purposes of this corporation, and to receive, hold, administer and expend funds and property subject to such trust.

(5) To convey, exchange, lease, mortgage, encumber, transfer upon trust, or otherwise dispose of all property, real or personal.

(6) To borrow money, contract debts, and issue bonds, notes and debentures and secure the same.

(7) To do all other acts necessary or expedient for the administration of the affairs

and attainment of the purposes of this corporation and which now are or hereafter be permitted by law.

ARTICLE III

Nothing herein contained shall be deemed to permit this corporation to:

- A. Lend any part of its income or its assets, without the receipt of adequate security and a reasonable rate of interest, to;
- B. Pay any compensation in excess of the reasonable allowance for salaries or other compensation for personal services actually rendered, to;
- C. Make any part of its services available on a preferential basis to;
- D. Make any substantial purchase of securities or any other property, for more than adequate consideration in money or money's worth, from;
- E. Sell any substantial part of its securities or other property, for less than an adequate consideration in money or money's worth, to; or
- F. Engage in any other transaction which results in a substantial diversion of its income or assets to: an organizer, director, or member of this corporation, a person who has made a substantial contribution to this corporation, a member of the family (including brothers, sisters, spouses, ancestors or lineal descendants of any such organizer, director, member or contributor;
- G. Expend any funds or engage in any activity which will disqualify it as an exempt organization

under the then applicable provisions of the
~~Federal Internal Revenue Code or the~~ Revenue
and Taxation Code of the State of California.

ARTICLE IV

This corporation is organized pursuant to the
General Nonprofit Corporation Law of the State of California.

ARTICLE V

The county in this State where the principal office
for the transaction of the business of this corporation is
located is Los Angeles County.

ARTICLE VI

The names and addresses of the persons who are to
act in the capacities of directors until the selection of
their successors, and who shall be known as Trustees, are
as follows:

<u>NAME</u>	<u>ADDRESS</u>
Beverly Wolman	601 So. Loring Avenue, Los Angeles, California 90024
Sally Shafton	724 Warner Avenue, Los Angeles, California 90024
Constance Lushing	501 St. Cloud Road, Los Angeles, California 90024

The number of persons so named shall constitute
the number of Trustees of this corporation until changed by
an amendment to the Articles of Incorporation or by amendment
to the Bylaws of this corporation. Authority is hereby given

for the adoption of a provision in the Bylaws concerning the number of and changes in the Trustees of this corporation.

ARTICLE VII

The trustees shall adopt Bylaws which shall remain in effect until the same or other Bylaws are adopted by the members of this corporation. The authorized number and qualifications of members of this corporation, the different classes of membership, if any, the property, voting and other rights and privileges of members, and their liability to dues and assessments and the method of collection thereof shall be as set forth in the Bylaws.

ARTICLE VIII

The existence of this corporation shall commence with the filing of these Articles of Incorporation in accordance with law and shall thereafter be perpetual.

ARTICLE IX

This corporation is one that does not contemplate pecuniary gain or profit to the members thereof and it is organized solely for nonprofit purposes. Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts of this corporation, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation, which is organized and operated exclusively for charitable, religious or scientific purposes, or all of them, and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code. If this corporation holds any assets on trust, such assets

shall be disposed of in such a manner as may be directed by decree of the superior court in the county in which this corporation's principal office is located, upon petition therefor by the Attorney General or by any person concerned in the liquidation.

IN WITNESS WHEREOF, the undersigned, being the persons hereinabove named as the first directors, have executed these Articles of Incorporation this 8 day of October, 1968.

/s/ Beverly Wolman
BEVERLY WOLMAN, Incorporator

/s/ Sally Shafton
SALLY SHAFTON, Incorporator

/s/ Constance Lushing
CONSTANCE LUSHING, Incorporator

STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES)

On this 8 day of October, 1968, before me, the undersigned, a Notary Public in and for said County and State, residing therein, duly commissioned and sworn, personally appeared Beverly Wolman, Sally Shafton, and Constance Lushing, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

WITNESS my hand and official seal.



12.6.68 T.M. Shafton
/s/ Robert M. Shafton
Notary Public in and for said
County and State

My Commission Expires: 9/4/69

**CONCERN
FOUNDATION**



FUNDING CANCER RESEARCH
WORLDWIDE

September 26, 2000

The Secretary of State's Office
Sacramento, CA

To Whom It May Concern:

Enclosed is an amendment to Concern Foundation's Articles of Incorporation.

We do not have the ability to have this delivered to you in person in Sacramento, but we are hoping that you will be able to process this request as soon as possible.

As soon as we received the *endorsed copy* from your office, we need to send it to the County of Los Angeles, Office of the Assessor.

Thank you for your prompt attention to this request. If you have any questions, please do not hesitate to call me.

Sincerely,

Beth H. Goldsmith
Executive Director

Enclosure

Please consider Concern Foundation in your estate plan.



**CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION**

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

SEP 28 2000

BILL JONES, Secretary of State

The undersigned certify that:

1. They are the **president** and the **secretary**, respectively, of CONCERN FOUNDATION, a California corporation.
2. Article IX of the Articles of Incorporation of this corporation is amended to read as follows:

(1) Article IX

This corporation is one that does not contemplate pecuniary gain or profit to the members thereof and it is organized solely for nonprofit purposes. The property of this corporation is irrevocably dedicated to charitable, religious or scientific purposes. Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts of this corporation, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation, which is organized and operated exclusively for charitable, religious or scientific purposes, or all of them, and which has established its tax-exempt status under Section 501 (c) (3) of the Internal Revenue Code. If this corporation holds any assets on trust, such assets shall be disposed of in such a manner as may be directed by decree of the superior court in the county in which this corporation's principal office is located, upon petition therefor by the Attorney General or by any person concerned in the liquidation.

3. The foregoing amendment of Articles of Incorporation has been duly approved by the board of directors. (Please see attached copy of minutes approving this amendment.)
4. The corporation has no members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: September 22, 2000


Derek Alpert, President


Michael Firestein, Secretary

Please consider Concern Foundation in your estate plan.



State of California



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

OCT 23 2000

Bill Jones

Secretary of State

CONCERN FOUNDATION



FUNDING CANCER RESEARCH
WORLDWIDE

Chairperson
Ilyse Teller

President
Derek Alpert

Vice Chairperson
Nancy Eisenstadt*

Secretary/Legal Counsel
Michael Firestein, Esq.*

Chief Financial Officer
Marc Lauter

Executive Board
Bill & Anne Barnett
Harvey Beesen
Shelby & Nancy Blecker
Barry & Sue Brucker
John* & Lexy* Carroll
Carla Daly
David Entin
Steve Fortner
Lynne Fox
Steve Freed*
Jim Freedman
Alan & Nancy Gittelson
Robert* & Lorene* Goldman
Aliza Goldsmith
Noah Goldsmith
Stanley & Jackie* Gottlieb
Allie Lehrman
Max Liszt
Marc Lubert
Eric & Michelle Massi
Ian & Lauri Metrose
Frank Mottek
Jessica Nicastro
Tom & Wendy Nogradi
Larry* & Joyce Powell
Rick* & Debbie Powell
Laurie Resch
Dana Schwartz
Courtney Teller
Steve Teller
Steve Ullman
Scott & Briana Vickers
Stanley & Myrna Zimmerman

CONCERN STAFF

Directors of Development and Outreach
Jena Brown
Megan Mulcahy

Finance Manager
Linda Andersson

**Past President/Chairman*

Officers:

Derek Alpert – President – Continuous

Ilyse Teller – Chairperson - 2016-2017

CONQUER CANCER NOW!

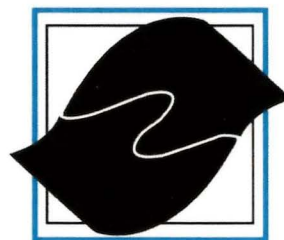
11111 W. Olympic Blvd., Suite 214 • Los Angeles, CA 90064 • Voice: (310) 360-6100 • Fax: (310) 473-8300

e-mail: info@concernfoundation.org • www.concernfoundation.org

Please consider Concern Foundation in your estate plan. Our tax ID# 23-7002878

**CONCERN FOUNDATION
AND SUBSIDIARY
(A NONPROFIT ORGANIZATION)
CONSOLIDATED FINANCIAL STATEMENTS
AND SUPPLEMENTAL INFORMATION
FOR THE YEAR ENDED
DECEMBER 31, 2014**

CONCERN
FOUNDATION



FUNDING CANCER RESEARCH
WORLDWIDE

CONCERN FOUNDATION AND SUBSIDIARY
(A NONPROFIT ORGANIZATION)
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December 31, 2014

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Los Angeles
Orange County
Woodland Hills
San Francisco
San Jose
Monterey Park
Denver

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors
Concern Foundation and Subsidiary
Los Angeles, California



Report on the Financial Statements

We have audited the accompanying consolidated financial statements of Concern Foundation (the "Foundation") and subsidiary (collectively, the "Organization"), which comprise the consolidated statement of financial position as of December 31, 2014, the related consolidated statements of activities, functional expenses and cash flows for the year then ended and the related notes to the consolidated financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

To the Board of Directors
Concern Foundation and Subsidiary
Page Two

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Concern Foundation and subsidiary as of December 31, 2014 and the changes in its net assets and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matter

Our audit was conducted for the purpose of forming an opinion on the consolidated financial statements as a whole. The accompanying supplementary information is presented for purposes of additional analysis and is not a required part of the consolidated financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the consolidated financial statements. The information has been subjected to the auditing procedures applied in the audit of the consolidated financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the consolidated financial statements or to the consolidated financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the consolidated financial statements as a whole.

A handwritten signature in black ink that reads "SingerLewak LLP". The signature is written in a cursive, flowing style.

SingerLewak LLP

Los Angeles, California
October 26, 2015

**CONCERN FOUNDATION
AND SUBSIDIARY**
(A NONPROFIT ORGANIZATION)
CONSOLIDATED STATEMENT OF FINANCIAL POSITION
December 31, 2014

ASSETS

Assets

Cash and cash equivalents	\$ 438,926
Investments	4,020,252
Pledges receivable, net	594,771
Beneficial interest in charitable remainder trusts	254,172
Property and equipment, net	11,330
Other assets	<u>63,662</u>

Total assets	<u>\$ 5,383,113</u>
---------------------	----------------------------

LIABILITIES AND NET ASSETS

Liabilities

Grants payable	\$ 510,000
Accounts payable and accrued expenses	40,026
Deferred revenue	<u>714,771</u>

Total liabilities	<u>1,264,797</u>
-------------------	------------------

Commitments

Net assets

Unrestricted	
Undesignated	1,349,744
Board-designated	<u>500,000</u>

Total unrestricted	1,849,744
--------------------	-----------

Temporarily restricted	348,200
Permanently restricted	<u>1,920,372</u>

Total net assets	<u>4,118,316</u>
------------------	------------------

Total liabilities and net assets	<u>\$ 5,383,113</u>
---	----------------------------

The accompanying notes are an integral part of these financial statements.

**CONCERN FOUNDATION
AND SUBSIDIARY**
(A NONPROFIT ORGANIZATION)
CONSOLIDATED STATEMENT OF ACTIVITIES
For the Year Ended December 31, 2014

	Unrestricted	Temporarily Restricted	Permanently Restricted	Total
Revenue and support				
Contributions	\$ 403,148	\$ 61,100	\$ -	\$ 464,248
Special events, net	820,084	185,000	-	1,005,084
Campaign	27,306	-	-	27,306
Investment income (loss)	60,230	43,987	-	104,217
Change in value of charitable remainder trusts	-	(5,066)	-	(5,066)
Net realized and unrealized gains (losses) on investments	(5,802)	-	-	(5,802)
Net assets released from restrictions Satisfaction of temporary restrictions	226,207	(226,207)	-	-
Total revenue and support	1,531,173	58,814	-	1,589,987
Functional expenses				
Program services	1,848,340	-	-	1,848,340
Management and general	82,154	-	-	82,154
Fundraising	223,406	-	-	223,406
Total functional expenses	2,153,900	-	-	2,153,900
Change in net assets	(622,727)	58,814	-	(563,913)
Net assets, beginning of year	2,472,471	289,386	1,920,372	4,682,229
Net assets, end of year	<u>\$ 1,849,744</u>	<u>\$ 348,200</u>	<u>\$ 1,920,372</u>	<u>\$ 4,118,316</u>

The accompanying notes are an integral part of these financial statements.

**CONCERN FOUNDATION
AND SUBSIDIARY**
(A NONPROFIT ORGANIZATION)
CONSOLIDATED STATEMENT OF FUNCTIONAL EXPENSES
For the Year Ended December 31, 2014

	Program Services	Management and General	Fundraising	Total
Personnel expenses				
Salaries	\$ 50,960	\$ 35,130	\$ 79,500	\$ 165,590
Employee medical insurance	7,421	2,823	13,882	24,126
Payroll taxes	3,224	2,923	4,124	10,271
Retirement plan contributions	979	614	1,580	3,173
Workers' compensation insurance	343	287	439	1,069
Total personnel expenses	62,927	41,777	99,525	204,229
Other functional expenses				
Bookkeeping and payroll services	9,349	6,208	14,787	30,344
Computer costs / software	5,536	3,676	8,755	17,967
Credit card merchant fees	-	-	21,327	21,327
Depreciation and amortization	705	468	1,114	2,287
Equipment rent	1,705	1,132	2,696	5,533
Fundraising	-	-	6,838	6,838
Grants awarded	1,673,865	-	-	1,673,865
Insurance	2,331	1,548	3,688	7,567
Internet / website costs	668	444	1,056	2,168
Membership	1,751	1,163	2,770	5,684
Office supplies / expense	2,948	2,148	4,662	9,758
Parking and mileage	1,371	910	2,168	4,449
Postage and shipping	1,749	1,162	2,767	5,678
Printing	3,160	2,098	4,997	10,255
Professional fees	9,662	6,416	15,282	31,360
Public relations	308	205	487	1,000
Rent	17,382	11,543	27,493	56,418
Scientific review committee costs	51,030	-	-	51,030
Telephone	1,893	1,256	2,994	6,143
Total other functional expenses	1,785,413	40,377	123,881	1,949,671
Total functional expenses	\$ 1,848,340	\$ 82,154	\$ 223,406	\$ 2,153,900

The accompanying notes are an integral part of these financial statements.

**CONCERN FOUNDATION
AND SUBSIDIARY**
(A NONPROFIT ORGANIZATION)
CONSOLIDATED STATEMENT OF CASH FLOWS
For the Year Ended December 31, 2014

Cash flows from operating activities

Cash received from contributors and grants	\$ 1,490,836
Grants paid	(1,673,865)
Cash paid to employees and suppliers	(341,836)
Investment income	<u>100,130</u>
Net cash used in operating activities	<u>(424,735)</u>

Cash flows from investing activities

Purchase of property and equipment	(7,387)
Purchase of investments, net	<u>(1,447,781)</u>
Net cash used in investing activities	<u>(1,455,168)</u>

Net decrease in cash (1,879,903)

Cash and cash equivalents, beginning of year 2,318,829

Cash and cash equivalents, end of year \$ 438,926

**Reconciliation of change in net assets to net cash
used in operating activities**

Change in net assets	\$ (563,913)
Adjustments to reconcile change in net assets to net cash used in operating activities	
Net realized and unrealized (gains) losses on investments	5,802
Depreciation and amortization	2,288
Increase decrease in	
Pledges and accounts receivable	54,630
Beneficial interest in charitable remainder trusts	5,066
Other assets	(9,384)
Accounts payable and accrued expenses	6,558
Deferred revenue	<u>74,218</u>
Net cash used in operating activities	<u><u>\$ (424,735)</u></u>

The accompanying notes are an integral part of these financial statements.

CONCERN FOUNDATION AND SUBSIDIARY
(A NONPROFIT ORGANIZATION)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2014

NOTE 1 – GENERAL

Concern Foundation (the “Foundation”) is a California nonprofit organization established to distribute research grants to seek a cure for cancer. Concern Foundation Holding, LLC (“Concern LLC”) was formed to receive donations of real property and to hold and dispose of real property for the benefit of the Foundation. Concern LLC is owned 100% by the Foundation.

The Foundation is funded principally through the private sector with annual fundraising campaigns, special fundraising events, proceeds from Concern LLC and ongoing support from corporations, foundations and individuals. The Foundation conducts virtually all of its fundraising activities within Southern California.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Principles of Consolidation

The consolidated financial statements include the accounts of the Concern Foundation dba Cancer Immunology Research Foundation and its wholly owned subsidiary, Concern Foundation Holding, LLC. All material intercompany amounts and transactions are eliminated in consolidation.

Financial Statement Presentation

The accompanying financial statements are presented using the accrual basis of accounting. The Foundation reports information regarding its financial position and activities according to three classes of net assets: unrestricted net assets, temporarily restricted net assets and permanently restricted net assets.

Cash and Cash Equivalents

Cash equivalents consist of money market funds and similar instruments that are highly liquid, readily convertible to cash, with maturities of ninety days or less at the purchase date.

Investments

Investments include: (a) corporate and government bonds and equities with readily determinable values and (b) other investments. Corporate and government bonds with readily determinable fair values are initially recorded at cost at acquisition. Afterwards, they are reported at fair value based upon market quotations. Investment income and realized and unrealized gains and losses are recognized as unrestricted net assets unless restricted by explicit donor stipulations or by a law that extends the donor’s asset restrictions to the gains and losses. Other investments are related to noncontrolling limited partnership investments that are accounted for on a cost basis. The Foundation has determined that there have been no events or changes in circumstances during the year that would have a significant adverse effect on the value of these other investments that would result in impairment in the amount reported.

CONCERN FOUNDATION AND SUBSIDIARY
(A NONPROFIT ORGANIZATION)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2014

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Contributions and Pledges

Contributions received are recorded as unrestricted, temporarily restricted or permanently restricted support depending on the existence and/or nature of any donor restrictions. Releases of temporarily restricted funds are reclassified to unrestricted net assets upon expiration of the restriction, usually when the funds are spent. Temporarily restricted and unrestricted contributions are recognized when received.

Pledges for future contributions are recorded as receivables and reported at their estimated realizable values. These pledges are to support the fundraising goals of future annual Block Party events for which income is included under special events on the statement of activities. Accordingly, the revenue is deferred and recognized as revenue when the events occur.

Allowance for Doubtful Pledges

A provision for uncollected pledges has been provided based on an analysis of promises to pay and uncollectible amounts.

Property and Equipment

Property and equipment are stated at cost. Depreciation and amortization are applied on the straight-line basis over estimated useful lives of three to five years.

Awarding of Grants Policy

Grant awards are recorded as a liability when the grant is made and contingencies are met. Grant proposals consist of applications which are received by the Foundation from research institutions worldwide. The Foundation's grants committee oversees an international scientific review committee, which is comprised of prominent scientists who evaluate these proposals. The scientific review committee meets every year. After each submitted proposal has been reviewed, evaluated and ranked, its recommendations are then passed on to the grants committee and the board of directors for final approval. Generally, grants are for a one-year period and are paid quarterly. Recipients of a one-year award may receive an award for a second year, which is contingent upon the recipient meeting certain criteria and the Foundation's ability to fund such an award.

Unrestricted Net Assets

Unrestricted net assets include contributions, fundraising, investment income, unrealized gains and losses and other forms of unrestricted revenue and expenditures related to the general operation and fundraising efforts of the Foundation. As part of unrestricted assets, the board of directors has set aside \$500,000 as a contingency to meet grant commitments that may not be covered by current fundraising monies.

Temporarily Restricted Net Assets

Temporarily restricted net assets are restricted either by time or by purpose and include earnings generated from endowment funds which have been restricted by donors.

CONCERN FOUNDATION AND SUBSIDIARY
(A NONPROFIT ORGANIZATION)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2014

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Permanently Restricted Net Assets

Permanently restricted net assets are assets that have been restricted either by time or by purpose by the donor in perpetuity and cannot be expended by the Foundation.

Contributed Services

A substantial number of unpaid volunteers have made significant contributions of time to the Foundation.

Specialized skill donated services are recorded in the financial statements only when an objective measure of the value is available. Expenses incurred by numerous volunteers of the Foundation carrying out their duties are reimbursed by the Foundation.

Functional Expenses

The costs of providing various program services, management and general administrative services and fundraising expenses have been summarized on a functional basis in the statement of functional expenses. Accordingly, certain costs have been allocated among the program and supporting services provided.

Management and General Expenses

For the year ended December 31, 2014, the percentage of administrative expenses to total revenue was 5.2%.

Fair Value of Financial Instruments

Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic No. 820, "Fair Value Measurements" ("ASC 820"), applies to all assets and liabilities that are recognized or disclosed at fair value on a recurring basis. ASC 820 defines fair value as the price that would be received upon sale of an asset or paid upon transfer of a liability in an orderly transaction between market participants at the measurement date and in the principal or most advantageous market for that asset or liability. In addition to defining fair value, ASC 820 expands the disclosure requirements around fair value and establishes a fair value hierarchy for valuation inputs. The statement requires that assets and liabilities carried at fair value will be classified and disclosed in one of the following three categories:

Level 1: Quoted market prices in active markets for identical assets or liabilities

Level 2: Observable market-based inputs or unobservable inputs that are corroborated by market data

Level 3: Unobservable inputs that are not corroborated by market data

CONCERN FOUNDATION AND SUBSIDIARY
(A NONPROFIT ORGANIZATION)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2014

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Fair Value of Financial Instruments (Continued)

In general and where applicable, the Foundation uses quoted prices in active markets for identical assets to determine fair value. If quoted prices in active markets for identical assets are not available to determine fair value, then quoted prices for similar assets or inputs other than the quoted prices that are observable either directly or indirectly are used.

In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, the determination of which category within the fair value hierarchy is appropriate for any given instrument is based on the lowest level of input that is significant to the fair value measurement. The Foundation's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the instrument.

The adoption of ASC 820 did not have a material effect on the Foundation's consolidated financial statements. See Note 4 for further discussion relating to ASC 820 and the Foundation's financial assets.

At December 31, 2014, the Organization's financial instruments consisted of cash and cash equivalents, grants payable, accounts payable and accrued expenses, which are all stated at fair value due to the short-term maturity of these instruments. Cash and cash equivalents are financial assets and are primarily classified within Level 1.

Income Taxes

The Foundation is exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Section 23701(d) of the California Revenue and Taxation Code and is generally not subject to federal or state income taxes. However, the Foundation is subject to income taxes on any net income that is derived from a trade or business regularly carried on and not in furtherance of the purposes for which it was granted exemption. No income tax provision has been recorded as the net income, if any, from any unrelated trade or business, in the opinion of management, is not material to the basic financial statements taken as a whole.

The Foundation has adopted FASB ASC Topic No. 740, "Accounting for Uncertainty in Income Taxes" ("ASC 740"). ASC 740 clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements in accordance with FASB Statement No. 109, "Accounting for Income Taxes," and prescribes a recognition threshold and measurement of a tax position taken or expected to be taken in a tax return. ASC 740 also provides guidance on de-recognition of tax benefits, classification on the balance sheet, interest and penalties, accounting in interim periods, disclosure and transition.

CONCERN FOUNDATION AND SUBSIDIARY

(A NONPROFIT ORGANIZATION)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2014

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Income Taxes (Continued)

The Foundation has determined that the adoption of ASC 740 did not result in the recognition of any liability for unrecognized tax benefits and that there are no unrecognized tax benefits that would, if recognized, affect the effective tax rate. As of December 31, 2014, the open tax years for the Foundation were 2010 to 2014.

Estimates

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Concentrations of Credit Risk

Financial instruments which potentially subject the Foundation to concentrations of credit risk consist of cash and cash equivalents. The Company maintains its cash balances in one high-credit, quality financial institution. Cash balances are insured by the Federal Deposit Insurance Corporation ("FDIC") for up to \$250,000. To date, the Foundation has not experienced any losses in such accounts and believes it is not exposed to any significant credit risk on cash and cash equivalents.

Recently Issued Accounting Pronouncement

During May 2014, the FASB issued Accounting Standards Update ("ASU") No. 2014-09, *Revenue from Contracts with Customers (Topic 606)* ("ASU 2014-09"), which requires an entity to recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. ASU 2014-09 is effective for years beginning after December 15, 2018. Management is in the process of evaluating the impact of ASU 2014-09 on the Organization's consolidated financial statements.

NOTE 3 – INVESTMENTS

At December 31, 2014, investments consisted of the following:

Corporate and government bonds	\$ 2,993,454
Equity securities	556,838
Mutual funds	377,477
Limited partnerships at cost	<u>92,483</u>
Total	<u>\$ 4,020,252</u>

CONCERN FOUNDATION AND SUBSIDIARY

(A NONPROFIT ORGANIZATION)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2014

NOTE 4 – FAIR VALUE MEASUREMENTS

At December 31, 2014, the following financial instruments were classified by level within the valuation hierarchy as follows:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Corporate and government bonds	\$ 2,993,454	\$ -	\$ -	\$ 2,993,454
Equity securities	556,838	-	-	556,838
Mutual funds	377,477	-	-	377,477
Beneficial interest in charitable remainder trusts	-	-	254,172	254,172
Total	<u>\$ 3,927,769</u>	<u>\$ -</u>	<u>\$ 254,172</u>	<u>\$ 4,181,941</u>

Realized and unrealized gains and losses have been reflected in the statement of activities as increases or decreases in unrestricted net assets unless their use has been temporarily restricted by donors.

The estimated fair values of the Foundation's short-term financial instruments, including cash and cash equivalents, prepaid expenses, accounts payables and accrued expenses arising in the ordinary course of business, approximate their individual carrying amounts due to the relatively short period of time between their origination and expected realization.

For the year ended December 31, 2014, the change in the beneficial interest in remainder trusts classified as Level 3 is as follows:

Balance, beginning of year	\$ 259,238
Change in value of charitable remainder trusts	<u>(5,066)</u>
Balance, end of year	<u>\$ 254,172</u>

The components of total investment return from these investments as of December 31, 2014 consisted of the following:

Net realized and unrealized gains (losses) on investments	\$ (5,801)
Interest and dividend income, net	77,658
Partnership income	<u>26,559</u>
Investment income	<u>\$ 98,416</u>

CONCERN FOUNDATION AND SUBSIDIARY

(A NONPROFIT ORGANIZATION)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2014

NOTE 4 – FAIR VALUE MEASUREMENTS (Continued)

The following table represents the Organization's Level 3 financial assets, the valuation techniques used to measure the fair value of the financial assets and the significant unobservable inputs and the ranges of values for those inputs:

<u>Instrument</u>	<u>Fair Value</u>	<u>Principal Valuation Technique</u>	<u>Unobservable Inputs</u>	<u>Range of Significant Input Values</u>
Beneficial interest in charitable remainder trusts	\$ 254,172	Discounted Cash Flow	Annuity Discount Factor	0.5345 – 0.79298
			Life Expectancy	IRS Mortality Actuarial Tables

NOTE 5 – PLEDGES RECEIVABLE

Pledges receivable are discounted at rates ranging from 0.25% to 2.17%. The estimated cash flows related to pledges receivable at December 31, 2014 were as follows:

Less than one year	\$ 167,255
One to five years	434,752
After five years	<u>12,000</u>
Total	614,007
Discounts for the time-value of money	(11,236)
Allowance for uncollectible contributions	<u>(8,000)</u>
Total	<u>\$ 594,771</u>

CONCERN FOUNDATION AND SUBSIDIARY
(A NONPROFIT ORGANIZATION)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2014

NOTE 6 – BENEFICIAL INTEREST IN CHARITABLE REMAINDER TRUSTS

The Foundation has received gifts of two irrevocable charitable remainder trusts. Each trust is a temporarily restricted asset due to the temporary restrictions placed on it. Each trust is included in the financial statements as a beneficial interest in charitable remainder trust and is recorded at the present value of the discounted future cash flows.

The present value is computed based on the donor's (or couple's joint) estimated life expectancy as derived from the 2000 unisex census table, the applicable federal rate of 1.2% and the payout to the donor (range of 7.4% to 8% per annum). As of December 31, 2014, the present values of the trusts were \$236,118 and \$18,053.

NOTE 8 – GRANTS PAYABLE

During the year ended December 31, 2014, the Foundation paid all amounts relating to prior year grants awarded. In respect of the \$1,677,000 (gross before grants refunded) in grants awarded during the year ended December 31, 2014, as of the year end, a balance of \$510,000 remained outstanding. This balance represented seventeen grants payable of \$30,000, which is expected to be paid out in two quarterly installments subsequent to December 31, 2014.

NOTE 9 – COMMITMENTS

The Foundation leased office space under a noncancelable operating lease agreement that expired in August 2014 and required minimum monthly rental payments of \$4,701. The Foundation did not take an option to extend the lease and continued paying the established amount on a month-to-month basis through the end of 2014. The Foundation also leases equipment under operating leases, one which required monthly payments of \$230 and expired in August 2014 and the other requires monthly payments of \$188 and expires September 2018.

CONCERN FOUNDATION AND SUBSIDIARY
(A NONPROFIT ORGANIZATION)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2014

NOTE 9 – COMMITMENTS (Continued)

The expected future minimum lease payments of the aforementioned leases are as follows:

Year Ending <u>December 31,</u>	
2015	\$ 2,256
2016	2,256
2017	2,256
2018	<u>1,692</u>
Total	<u>\$ 8,460</u>

Rent expense for office facilities was \$56,418 for the year ended December 31, 2014. Rent expense for equipment was \$5,533 for the year ended December 31, 2014.

NOTE 10 – TEMPORARILY RESTRICTED NET ASSETS

Temporarily restricted net assets were available for the following purposes:

	Available December 31, <u>2013</u>	New Revenues	Released from Restrictions	Change in Value of Charitable Remainder Trusts	Available December 31, <u>2014</u>
Time restricted through charitable remainder trusts	\$ 259,238	\$ -	\$ -	\$ (5,066)	\$ 254,172
Matching grant	-	50,000	(50,000)		-
Contribution subject to donor restrictions	-	196,100	(136,100)	-	60,000
Unexpended endowment earnings					
Research	30,148	3,880	-	-	34,028
Scientific review committee	-	2,767	(2,767)	-	-
Administrative costs	<u>-</u>	<u>37,340</u>	<u>(37,340)</u>	<u>-</u>	<u>-</u>
Total	<u>\$ 289,386</u>	<u>\$ 290,087</u>	<u>\$(226,207)</u>	<u>\$ (5,066)</u>	<u>\$ 348,200</u>

CONCERN FOUNDATION AND SUBSIDIARY

(A NONPROFIT ORGANIZATION)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2014

NOTE 11 – ENDOWMENTS

Permanently restricted net assets at December 31, 2014 were as follows:

Mynda Cohn/Jensen Memorial Fund	\$ 1,645,478
Steric Fund	100,000
Wilbur S. Schwartz Fund	<u>174,894</u>
Total	<u>\$ 1,920,372</u>

Earnings from the Mynda Cohn/Jensen Memorial Fund are used to reimburse the Foundation for general and administrative expenses. Earnings from the Steric Fund are used to reimburse expenses related to the scientific review committee meetings held in Los Angeles, California, including airline tickets, hotel rooms, meeting rooms, local transportation and out-of-pocket expenses incurred by the scientists relating to their work as part of the review committee. Earnings from the Wilbur S. Schwartz Fund are to be used to pay for awards, scholarships, fellowships, symposia and/or lectures.

Changes in endowment net assets for the fiscal year ended December 31, 2014 are as follows:

	Temporarily Restricted	Permanently Restricted	Total
Total endowment fund balance, beginning of year	<u>\$ 30,148</u>	<u>\$ 1,920,372</u>	<u>\$ 1,950,520</u>
Investment income	43,987	-	43,987
Satisfaction of temporary restrictions/ appropriated for expenditures	<u>(40,107)</u>	<u>-</u>	<u>(40,107)</u>
Change in net assets related to endowment funds	<u>3,880</u>	<u>-</u>	<u>3,880</u>
Total endowment fund balance, end of year	<u>\$ 34,028</u>	<u>\$ 1,920,372</u>	<u>\$ 1,954,400</u>

The Foundation has interpreted endowments absent of explicit donor stipulations to the contrary as requiring the preservation of the fair value of the original gift as of the gift date of the donor-restricted endowment funds. The Foundation classifies as permanently restricted assets the original value of gifts donated to the permanent endowment, the original value of subsequent gifts to the permanent endowment and accumulations to the permanent endowment, if applicable, under the direction of the donor gift instrument at the time that the accumulation is added. As of December 31, 2014, there were no accumulations added to the Foundation's permanently restricted net assets.

CONCERN FOUNDATION AND SUBSIDIARY
(A NONPROFIT ORGANIZATION)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2014

NOTE 11 – ENDOWMENTS (Continued)

The Foundation does not have any board-designated endowment funds as of December 31, 2014.

In accordance with Uniform Prudent Management of Institutional Funds Act (“UPMIFA”) enacted in California and the provisions of ASC 958-205-45, in the absence of explicit donor stipulations, the portion of a donor-restricted endowment fund that is not permanently restricted by the donor is classified as temporarily restricted net assets until appropriated for expenditure by the Foundation. The Foundation has adopted investment and spending policies for endowment assets that attempt to provide a predictable stream of funding as agreed upon with the donor specifications.

To satisfy this objective, the Foundation has done the following: (a) set an investment policy investing mainly in fixed income securities and (b) set a spending policy whereby only interest and dividends received are considered eligible for appropriation for expenditures. Accordingly, realized and unrealized gains and losses on endowment assets are considered appropriated by the Foundation and are accounted for within unrestricted net assets.

From time to time, the fair value of assets associated with individual donor-restricted endowment funds may fall below the level that the donor or UPMIFA requires the Foundation to retain as a fund of perpetual duration. There were no such deficiencies as of December 31, 2014.

NOTE 12 – RELATED PARTY TRANSACTIONS

The Foundation’s board of directors is actively involved in raising funds for the Foundation. During the year ended December 31, 2014, the Foundation received a total of \$233,144 in contributions from board of directors’ members including \$120,000 recorded as deferred revenue. In addition, board members have agreed to contribute an additional amount of \$183,728 that is recorded as pledges receivable and deferred revenue. The present value of the pledges available from board members at December 31, 2014 was \$181,208.

NOTE 13 – SPECIAL EVENTS AND FUNDRAISING

The Foundation conducts several special events in order to assist with its mission. All revenue received from such events in excess of expenses is used for the current program operations. Total income from special events was \$1,626,784 and total costs were \$621,700.

CONCERN FOUNDATION AND SUBSIDIARY
(A NONPROFIT ORGANIZATION)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2014

NOTE 14 – SUBSEQUENT EVENTS

In October, 2015, the Foundation entered a lease for new office space. Management has identified no transactions or contracts related to the new lease that will have an effect on the on the financial statements for the year ended December 31, 2014.

Subsequent events have been evaluated through October 26, 2015, which is the date the financial statements were issued or available to be issued. No material subsequent events have occurred that would require recognition in the financial statements or additional disclosure in the notes to the financial statements.

SUPPLEMENTAL INFORMATION

**CONCERN FOUNDATION
AND SUBSIDIARY**
(A NONPROFIT ORGANIZATION)
CONSOLIDATING STATEMENT OF FINANCIAL POSITION
December 31, 2014

ASSETS

	Concern Foundation	Concern Foundation Holding, LLC	Total
Assets			
Cash and cash equivalents	\$ 435,539	\$ 3,387	\$ 438,926
Investments	4,020,252	-	4,020,252
Pledges and other receivables, net	594,771	-	594,771
Beneficial interest in charitable remainder trusts	254,172	-	254,172
Property and equipment, net	11,330	-	11,330
Other assets	63,662	-	63,662
Total assets	<u>\$ 5,379,726</u>	<u>\$ 3,387</u>	<u>\$ 5,383,113</u>

LIABILITIES AND NET ASSETS

Liabilities			
Grants payable	\$ 510,000	\$ -	\$ 510,000
Accounts payable and accrued expenses	40,026	-	40,026
Deferred revenue	714,771	-	714,771
Total liabilities	<u>1,264,797</u>	<u>-</u>	<u>1,264,797</u>
Commitments			
Net assets			
Unrestricted			
Undesignated	1,346,357	3,387	1,349,744
Board-designated	500,000	-	500,000
Total unrestricted	<u>1,846,357</u>	<u>3,387</u>	<u>1,849,744</u>
Temporarily restricted	348,200	-	348,200
Permanently restricted	1,920,372	-	1,920,372
Total net assets	<u>4,114,929</u>	<u>3,387</u>	<u>4,118,316</u>
Total liabilities and net assets	<u>\$ 5,379,726</u>	<u>\$ 3,387</u>	<u>\$ 5,383,113</u>

The accompanying notes are an integral part of these financial statements.

**CONCERN FOUNDATION
AND SUBSIDIARY
(A NONPROFIT ORGANIZATION)
CONSOLIDATING STATEMENT OF ACTIVITIES
For the Year Ended December 31, 2014**

	Concern Foundation	Concern Foundation Holding, LLC	Total
Revenue and support			
Contributions	\$ 464,248	\$ -	\$ 464,248
Special events, net	1,005,084	-	1,005,084
Campaign	27,306	-	27,306
Investment income	104,217		104,217
Decrease in value of charitable remainder trusts	(5,066)		(5,066)
Net realized losses on investments	(5,802)	-	(5,802)
	<u>1,589,987</u>	<u>-</u>	<u>1,589,987</u>
Functional expenses			
Program services	1,848,340	-	1,848,340
Management and general	82,154	-	82,154
Fundraising	223,406	-	223,406
	<u>2,153,900</u>	<u>-</u>	<u>2,153,900</u>
Change in net assets	(563,913)	-	(563,913)
Net assets, beginning of year	<u>4,678,842</u>	<u>3,387</u>	<u>4,682,229</u>
Net assets, end of year	<u>\$ 4,114,929</u>	<u>\$ 3,387</u>	<u>\$ 4,118,316</u>

The accompanying notes are an integral part of these financial statements.

**CONCERN FOUNDATION
AND SUBSIDIARY
(A NONPROFIT ORGANIZATION)
SCHEDULE OF GRANTS EXPENSE
For the Year Ended December 31, 2014**

Grants awarded

Karolinska Institute under the direction of George Klein, M.D. Stockholm Sweden	\$ 165,000
The Adolescent and Young Adult Program (AYA@USC) USC Norris Comprehensive Cancer Center & Children's Hospital Los Angeles	150,000
Eyal Arbely Ben-Gurion University of the Negev	60,000
Barbara Bedogni Case Western Reserve University	60,000
Michael Berger Hebrew University of Jerusalem - Hadassah School of Medicine	60,000
Michael Boyce Duke University Medical Center	60,000
Mark Chiang The Regents of the University of Michigan	60,000
Muller Fabbri Children's Hospital, Los Angeles	60,000
Sarah-Maria Fendt Vlaams Instituut voor Biotechnologie, Belgium	60,000
Ziv Granot Hebrew University of Jerusalem	60,000
Deborah Kelly Virginia Polytechnic Institute and State University	60,000
Albert Kim Washington University in St. Louis	60,000
George-Lucian Moldovan The Pennsylvania State University College of Medicine	60,000
Paolo Provenzano Regents of the University of Minnesota- Twin Cities	60,000

The accompanying notes are an integral part of these financial statements.

**CONCERN FOUNDATION
AND SUBSIDIARY
(A NONPROFIT ORGANIZATION)
SCHEDULE OF GRANTS EXPENSE
For the Year Ended December 31, 2014**

Damien Reynaud Cincinnati Children's Hospital Medical Center	60,000
Jean-Francois Rual The Regents of the University of Michigan	60,000
Hae-Ri Song New York University	60,000
Gang Greg Wang The University of North Carolina at Chapel Hill	60,000
Elizabeth Yeh Medical University of Southern Carolina	60,000
Dr. Lili Yang, California UCLA Stem Cell Research Award	50,000
Dr. Jeremy Jones City of Hope	50,000
Dr. Amander Clark, PhD UCLA Broad Stem Cell Research Center	50,000
Anat Epstein Children's Hospital Los Angeles	42,000
The Lautenberg Center/Hebrew University under the direction of Prof. Eitan Yefenof Jerusalem, Israel	125,000
Julie Wolfson, M.D. City of Hope	<u>25,000</u>
Subtotal grants expense	1,677,000
Grants refunded	<u>(3,135)</u>
Total grants expense	<u>\$ 1,673,865</u>

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